

Illinois 9

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/25/2000 at 11:54AM File Number: 0000245194
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1) Application Purpose: **Assignment of Authorization**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?4) For assignment of authorization only, is this a partition and/or disaggregation? **No**5) Does this filing request a waiver of the Commission's rules? **No**6) Are attachments being filed with this application? **Yes**7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **No**7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No****Transaction Information**8) How will assignment of authorization or transfer of control be accomplished? **ASSET PURCHASE AGREEMENT**

If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary****Licensee/Assignor Information**

10a) Taxpayer Identification Number: L00127979	10b) SGIN: 000	10c) FCC Registration Number (FRN): 1542521
11) First Name (if individual):	MI:	Last Name:
12) Entity Name (if not an individual): Illinois Nine Corporation		
13) Attention To: Tim McGaw		
14) P.O. Box:	And / Or	15) Street Address: 4040 Civic Center Drive - Suite 530
16) City: San Rafael	17) State: CA	18) Zip: 94903-4150
19) Telephone Number: (415)479-4800		20) FAX: (415)446-2200
21) E-Mail Address: tmcgaw@dougstel.com		

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

Exhibit "1"

23a) Taxpayer Identification Number:		23b) SGIN:	23c) FCC Registration Number (FRN):
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:	29) State:	30) Zip:	
31) Telephone Number:		32) FAX:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip:	
41) Telephone Number:		42) FAX:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Corporation			
45a) Taxpayer Identification Number: L00000367	45b) SGIN: 000	45c) FCC Registration Number (FRN): 3579695	
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): GTE Wireless Incorporated			
48) Name of Real Party in Interest:		49) TIN:	
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: One GTE Place - GA3B1REG	
53) City: Alpharetta	54) State: GA	55) Zip: 30004	
56) Telephone Number: (678)339-4271		57) FAX: (678)339-8552	
58) E-Mail Address: JRobbins@mobilnet.gte.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Patricia	MI: A	Last Name: Croal	Suffix:
60) Company Name: Verizon Wireless			
61) P.O. Box:	And / Or	62) Street Address: 180 Washington Valley Road	
63) City: Bedminster	64) State: NJ	65) Zip: 07921	
66) Telephone Number: (908)306-7304		67) FAX: (908)306-6836	
68) E-Mail Address: Patricia.Croal@VerizonWireless.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Red. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Tim	MI:	Last Name: McGaw	Suffix:
80) Title: Vice President			
Signature: Tim McGaw		81) Date: 10/25/00	

Assignee/Transferee Certification Statements

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate
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Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
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3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

PENDING LITIGATION

(Response to Question 77)

ties holding a controlling interest in the Applicant are subject (either directly) to the following pending matters.

and Susan Schutz v. Pacific Telesis Group, et al. (Sacramento County, California) A suit has been filed in Sacramento County, California state court by Plaintiff Susan Schutz and 12 other cellular entities conspired with respect to the sale of cellular radio services in the state of California. Plaintiff filed on behalf of themselves and all other cellular service providers in several California SMSA's.

Mobile Communications, Inc. d/b/a Kartele v. Bell Atlantic NYNEX Corporation (NJ Super. Ct.) Kartele, a former agent, alleges Defendant improperly breached its agency agreement and violated the Connecticut Unfair Trade Practices Act by low-cost pricing in its own retail stores. Defendant successfully moved to dismiss Plaintiff's breach of contract and promissory estoppel claims; unfair trade practices and Connecticut Franchise Act claims remain. Defendant has served its answer to Plaintiff's claim for breach of contract. The case has been transferred to the Commercial Docket and discovery is in progress.

Cellco Partnership and Cedar Point Federal Credit Union v. Mary's Co. Plaintiff, a former agent, alleges that Defendants committed violations under Maryland law, breached its agency agreement and contracts with cellular customers. Summary judgment for Defendants was entered, preventing the case to proceed on breach of contract, implied contract, faith and fair dealing and unfair competition theories. Plaintiff has filed a motion for summary judgment on its claims of antitrust claims. The suit was bifurcated. The liability phase went to trial in 2000. The jury found for Plaintiff on the breach of contract and breach of implied contract claims. The damages phase has not yet been scheduled for trial.

Mobile Systems, Inc. f/k/a H.T. Auto v. Bell Atlantic Mobile Systems, Inc. and Bell Atlantic (NJ Super. Ct., Law Div.) Plaintiff, a former agent, filed suit on Plaintiff's claim alleging that Defendants breached their agency agreement by failing to pay Plaintiff all commissions due, anniversary payments and residuals. Plaintiff has filed a motion for summary judgment on its claims of unfair competition. Defendants' motion for arbitration of plaintiff's claim was denied by the trial court. Plaintiff has filed a motion for leave to appeal that decision is pending.

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25) Entity Name (if not an individual):			
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28) City:	29) State:	30) Zip:	
31) Telephone Number:	32) FAX:		
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
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48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
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59) First Name: Patricia	MI: A	Last Name: Croal	Suffix:
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71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Tim	MI:	Last Name: McGaw	Suffix:
80) Title: Vice President			
Signature: Tim McGaw		81) Date: 10/25/00	

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: John	MI: T	Last Name: Scott	Suffix: III
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83) Title: Duly Authorized Representative

Signature: John T Scott III	84) Date: 10/25/00
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPNG353					Yes
WLV450					Yes
WLV466					Yes
WLV470					Yes
WPOS351					Yes
WPNC538					Yes
WPNC539					Yes
WPOM587					Yes
WPON600					Yes
WPON601					Yes
KNKN477					Yes
WPOM678					Yes
WPOM679					Yes
WMS307					Yes
WPNL473					Yes
WPNL474					Yes
WPOR721					Yes
WPQL719					Yes
WPQN762					Yes
WPQN999					Yes
WPQL879					Yes
WLV454					Yes
WLV458					Yes
WLV462					Yes
WPON598					Yes
WPON599					Yes
WPQT456					Yes
WPQL764					Yes
WPQL781					Yes
WMM380					Yes
WPQT332					Yes
WPQT333					Yes
WPQT339					Yes
WPQT340					Yes
WPQT341					Yes
WPQT382					Yes
WPQT455					Yes
WPOU551					Yes
WPQN848					Yes
WPQR332					Yes
WPQR334					Yes
WPQP535					Yes
WPJA592					Yes
WPOT980					Yes
WMS306					Yes

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

 Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

 Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets:

3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

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Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	10/24/00	Pending Litigation	17598776.0.pdf
Other	10/25/00	Description of Transaction	17598850.0.pdf

DESCRIPTION OF TRANSACTION

By this application, HLD Cellular Corporation ("HLD" or "Assignor") and GTE Wireless Incorporated ("GTE" or "Assignee") seek Commission consent for the assignment of the licenses referenced herein from HLD to GTE.

HLD is the licensee of station KNKN477, the non-wireline cellular licensee in the Illinois 8-Washington RSA ("Market"). In connection with its continuous operation of the subject cellular system, HLD has also been licensed to construct and operate a number of Common Carrier Point-to-Point Microwave Radio Service facilities at various sites in the Market, all of which will be constructed and operational prior to consummation of the contemplated transaction.

With the exception of its microwave authorizations for WPQR332, WPQR334, WPQT382, and WPQT340, HLD has heretofore constructed and placed in operation all of its other microwave transmitters authorized under the above-noted microwave licenses. As to those microwave transmitters HLD has been authorized to construct under WPQR332, WPQR334, WPQT382, and WPQT340, HLD will complete such construction of those facilities and place them in operation prior to consummating the instant assignment with GTE. Given the foregoing, HLD has responded yes to Item 90 of the instant Form 603 application.

Pursuant to an agreement between them, Assignor and Assignee have agreed to the assignment (from HLD to GTE) of the subject cellular and microwave licenses, as well as all associated facilities and equipment. Upon consummation of the proposed assignment, GTE will integrate the Market into Verizon Wireless' nationwide system of wireless telecommunications businesses of which it is already a part. Thus, favorable Commission action on the instant application will serve the public interest, convenience and necessity.

ILLINOIS 8

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 10/25/2000 at 11:39AM File Number: 0000245207
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1) Application Purpose: **Assignment of Authorization**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

File Number:

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?4) For assignment of authorization only, is this a partition and/or disaggregation? **No**5) Does this filing request a waiver of the Commission's rules? **No**6) Are attachments being filed with this application? **Yes**7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **No**7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No****Transaction Information**8) How will assignment of authorization or transfer of control be accomplished? **ASSET PURCHASE AGREEMENT**

If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: **Voluntary****Licensee/Assignor Information**

10a) Taxpayer Identification Number: L00003787		10b) SGIN: 000	10c) FCC Registration Number (FRN): 1544808
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): HLD Cellular Corporation			
13) Attention To: Tim McGaw			
14) P.O. Box:	And / Or	15) Street Address: 4040 Civic Center Dr, Ste 530	
16) City: San Rafael	17) State: CA	18) Zip: 94903-4150	
19) Telephone Number: (415)479-4800	20) FAX: (415)446-2200		
21) E-Mail Address: tmcgaw@dougtel.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

Exhibit 2

PENDING LITIGATION
(Response to Question 77)

Parties holding a controlling interest in the Applicant are subject (either directly or indirectly) to the following pending matters.

Rita K. Parrish and Susan Schutz v. Pacific Telesis Group, et al. (Sacramento County Super. Ct.). A suit has been filed in Sacramento County, California state court alleging that the Fresno MSA Limited Partnership and 12 other cellular entities conspired to create a monopoly with respect to the sale of cellular radio services in the state of California. Plaintiffs filed on behalf of themselves and all other cellular service subscribers and resellers in several California SMSA's.

New England Mobile Communications, Inc. d/b/a Kartele v. Bell Atlantic NYNEX Mobile, Inc. (BANM) and Metro Mobile CTS of Fairfield County, Inc. (Metro Mobile) (Conn. Super. Ct.) Kartele, a former agent, alleges Defendant improperly terminated the agency agreement and violated the Connecticut Unfair Trade Practices Act by engaging in below-cost pricing in its own retail stores. Defendant successfully moved to dismiss Plaintiff's breach of contract and promissory estoppel claims; unfair trade practice and Connecticut Franchise Act claims remain. Defendant has served its answer and filed a counterclaim for breach of contract. The case has been transferred to the complex litigation docket and discovery is in progress.

Electronics Store, Inc. v. Cellco Partnership and Cedar Point Federal Credit Union (MD Cir. Ct., St. Mary's Co.) Plaintiff, a former agent, alleges that Defendants committed antitrust violations under Maryland law, breached its agency agreement and interfered with its contracts with cellular customers. Summary judgment for Defendants was reversed in part permitting the case to proceed on breach of contract, implied covenant of good faith and fair dealing and unfair competition theories. Plaintiff has appealed dismissal of antitrust claims. The suit was bifurcated. The liability phase went to trial on July 27, 2000. The jury found for Plaintiff on the breach of contract and tortious interference claims. The damages phase has not yet been scheduled for trial.

H.T. Communications, Inc. f/k/a H.T. Auto v. Bell Atlantic Mobile Systems, Inc. and Cellco Partnership (NJ Super. Ct., Law Div.) Plaintiff, a former agent, filed suit on October 22, 1999, alleging that Defendants breached their agency agreement by failing and refusing to pay all commissions due, anniversary payments and residuals. Plaintiff has brought a number of causes of action, including unfair competition. Defendants' motion to compel arbitration of plaintiff's claim was denied by the trial court. Defendants' motion for leave to appeal that decision is pending.

Your First Choice Communications, Inc. v. Bell Atlantic Mobile, Inc. (D. Mass.)

Plaintiff, a reseller of Defendant's cellular service, alleges that Defendant breached the reseller contract, used deceptive trade practices and attempted to restrain Plaintiff from expanding its business. The complaint was filed in February 2000. Plaintiff's breach of contract and unfair practices claims, and Defendant's counterclaim for monies owed, have been referred to arbitration. The court has reserved decision on Defendant's motion to compel arbitration of Plaintiff's antitrust and 1996 Telecommunications Act claims.

Richard Hill v. PrimeCo Personal Communications, L.P. (Fla. Cir. Ct., Dade County)

This purported class action lawsuit alleges a violation of state statutes regarding deceptive and unfair trade practices arising from PrimeCo's negative check-off promotion of Roadside Assistance in 1997. PrimeCo filed a motion to dismiss Plaintiff's third amended complaint and compel arbitration. A hearing on the motion is scheduled for November 20, 2000.

Elizabeth Martin v. PrimeCo Personal Communications, L.P. (Fla. Cir. Ct., Lee County)

This purported class action lawsuit alleges breach of contract, deceptive and unfair advertising and trade practices, and civil conspiracy arising from PrimeCo's rounding up airtime charges to the next full minute. Plaintiff filed an amended class action complaint on March 2, 2000. PrimeCo's motion to dismiss and compel arbitration is pending.

Garabedian d/b/a Western Mobile Telephone Company v. Pactel, GTE Mobilnet, Inc., Contel Cellular, Inc., et al. and Garabedian v. LASMSA LP, et al. (California Fourth District Court of Appeals)

In these two parallel class actions filed in Orange County Superior Court, Plaintiff alleged that Defendants conspired to fix prices for cellular service in the Los Angeles market. The first suit covers the period 1984 to 1993, while the second suit covers 1993 to the present. Plaintiff sought damages for the class in excess of \$100 million. The trial court approved a class settlement of both suits in early 1998, and coupons were distributed to class members. Approval of that settlement is on appeal. The appeal has been briefed but no hearing date has been set.

DESCRIPTION OF TRANSACTION

By this application, Illinois Nine Corporation ("Illinois Nine" or "Assignor") and GTE Wireless Incorporated ("GTE" or "Assignee") seek Commission consent for the assignment of the licenses referenced herein from Illinois Nine to GTE.

Illinois Nine is the licensee of station WPOK363, the non-wireline cellular licensee of a previously-partitioned portion of the Illinois 9-Clay RSA ("Market"). In connection with its continuous operation of the subject cellular system, Illinois Nine has also been licensed to construct and operate a number of Common Carrier Point-to-Point Microwave Radio Service facilities at various sites in the Market, all of which will be constructed and operational prior to consummation of the contemplated transaction.

Pursuant to an agreement between them, Assignor and Assignee have agreed to the assignment (from Illinois Nine to GTE) of the subject cellular and microwave licenses, as well as all associated facilities and equipment. Upon consummation of the proposed assignment, GTE will integrate the Market into Verizon Wireless' nationwide system of wireless telecommunications businesses of which it is already a part. Thus, favorable Commission action on the instant application will serve the public interest, convenience and necessity.

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).

2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.

5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.

7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: John	MI: T	Last Name: Scott	Suffix: III
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83) Title: **Duly Authorized Representative**

Signature: John T Scott III	84) Date: 10/25/00
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WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
WPOK363					Yes
WPOT984					Yes
WPQL718					Yes
WPQN563					Yes
WPOV370					Yes
WPQT457					Yes
WPQT458					Yes
WPQT459					Yes
WPQL490					Yes
WPQL491					Yes
WPQL489					Yes
WPQL488					Yes
WPQN863					Yes
WPOS982					Yes

Attachment Type	Date	Description	Contents
Other	10/24/00	Pending Litigation	17598773.0.pdf
Other	10/25/00	Description of Transaction	17598856.0.pdf